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a monument to its author's laborious industry, and his painstaking capacity for compilation?

We think this ninth edition should not have been published at all, and therefore there is only left for consideration the "notes."

The notes by Prof. Williston are concise and precise, and if those of them which relate to the subject of pure contracts had been published separately from Parsons's work, they would have constituted an excellent and useful monograph. Their usefulness is very much impaired, and therefore their value depreciated by their connection with Parsons's work, because as they must of necessity follow the discursive and diffusive treatment of Mr. Parsons, they partake of that character. They miss coherence and logical sequence, because they follow the Parsons's text.

It is exceedingly regrettable that the ability and research exhibited in these notes should be to a considerable extent, at least, lost by reason of the fact that the notes follow the scattering fire of Parsons's blunderbus.

RUMSEY'S PRACTICE. Second Edition, Vol. III., Albany, N. Y.: Banks and Company, pp. liii, 828.

The present volume treats of actions relating to real property, actions relating to chattels, the particular actions specified in Chapter XV of the New York Code of Civil Procedure, and, proceedings supplementary to an execution against property.

An examination of volumes II and III of Rumsey's Practice does not give reason to change the opinion expressed in Vol. III of the COLUMBIA LAW REVIEW, p. 133, on the appearance of the first volume of this second edition, as to the general character of the work; but it may and should be said that the later volumes have materially strengthened the conviction there intimated that the reviser, Mr. John S. Sheppard, Jr., was performing his work with a care and thoroughness which did not mark some portions, at least, of the original work, and which greatly increase the value of the present edition. The work, now completed, in its present form, will undoubtedly be extremely useful to lawyers practicing in the Courts of Record of the State of New York.

SUMMARY OF THE LAW OF PRIVATE CORPORATIONS. By Leslie J. Tompkins. New York: Baker, Voorhis & Co. 1904. pp. xxxi, 264.

The standard treatises on the law of corporations are voluminous compilations, notably those of Judge Thompson and Mr. Cook, and in a lesser degree those of Mr. Morowitz and Mr. Taylor, and with their full citation of authorities, are better adapted for the use of the practitioner than the student. A text book setting forth succinctly the leading principles of the law of corporations for the benefit of students was therefore a real desideratum. Professor Tompkins has undertaken to satisfy this need, and the little book which he has prepared for this purpose is a very compact and readable summary of the subject. It is probably the best *summary* that has yet been written and is well adapted to give a very superficial knowledge of the subject, the sort of knowledge that would be perhaps sufficient for the purpose of passing a State Bar examination. The book, however, gives evidence of having been hastily prepared, and no attempt has been made to go below the surface of text book statements and judicial dicta

and to state the real principles and reasons underlying the various rules. The knowledge, therefore, which can be derived from the book is not the sort of knowledge which would enable the student to grasp the subject thoroughly or enable him to apply the rules to new cases.

Professor Tompkins seems to be of the opinion that a discussion and statement of the real principles and reasons of the rules is incompatible with the purposes of a summary of the law, and yet it seems to us that this very thing should be the purpose of every summary. An attempt should be made to go to the bottom of things and to throw some new light on the subject. In this way only can the interest of the student be stimulated, and the confusion which results from conflicting statements removed. For illustration, how confusing are the statements in decisions and text books in regard to the distinction between a corporation and joint stock companies. It would not have taken more space than Professor Tompkins has given to the subject, to throw some new light on this question, but he has simply repeated current statements, which leave our conceptions bewildered and confused. His treatment of many other important topics is open to the same criticism.

Indeed, Professor Tompkins has in general been altogether too modest in limiting himself to a statement of what can be found on the surface of the law, and therefore in many instances leaves his reader in doubt as to what the real rule is. For example, we are told that there is a "general rule that corporations cannot consolidate their funds with each other or with an individual so as to form a partnership," and yet we are told in another place that the "right of a corporation or an individual to recover upon obligations made to them, while acting in the capacity of partners, will depend much upon the jurisdiction." We are told in one place "that whenever the agent of a corporation, proceeding *within the general scope of its powers* and of the powers delegated by it to him, commits a wrong, the corporation must pay damages to the person injured, just as a natural person would be compelled to do under like circumstances." In the very next paragraph we are told, that a corporation is liable for any tort or wrong which it commits, however foreign to its nature or *beyond its granted powers* the wrongful transaction or act may be." These two apparently conflicting statements are printed together without any explanation. We are told in one place that the so-called "trust fund theory" has long been a favorite one with the various United States jurisdictions. We are next told that the United States courts as well as many of the state courts have qualified this theory to a considerable extent, and again we are told that it may be accepted as a general principle that "the capital stock of a solvent corporation is not a trust fund, any more than the assets of an individual is a trust fund for his creditors." When the student has reached this point, he would naturally form the opinion that the trust fund theory (which is really in point of principle unsound) has been repudiated; but in a following section he is told that "the trust fund theory already stated is the basis for equitable relief."

However, notwithstanding all its deficiencies, judged by a high standard of scholarship, it is a useful and convenient summary or guide to the leading questions which have been considered in connec-

tion with corporations, and the best treatise on the subject, considered with reference to the very limited and rather superficial purpose which it is designed to serve.

THE UNITED STATES AND THE STATES UNDER THE CONSTITUTION. C. Stuart Patterson. Philadelphia: T. & J. W. Johnson & Co. 1904. pp. xli, 347.

This is an enlarged and improved edition of the author's well known work entitled "Federal Restraints on State Action," published in 1888. As indicated by the new title, it covers the rights and powers of the Federal and State jurisdictions wherever they come in contact with each other. Large portions of the earlier book have been re-written, and new matter has been added so as to bring it down to date. It has also been improved by introducing descriptive headings to the paragraphs, and by omitting from the text many titles of cases, which now appear almost exclusively in the foot-notes.

A comparison of the two editions is instructive, showing as it does those parts of our system which have remained comparatively stationary, and those which have changed during the last sixteen years. Thus we find the chapters on "The Implied Powers," "The Impairment of the Obligation of Contract," "Ex Post Facto Laws and Bills of Attainder," "The Prohibition of State Bills of Credit," "State Compacts," and "Fugitives from Justice," practically unchanged.

The chapter on "Taxation" receives several important additions, including a discussion of the question of duties on goods passing between the United States and Porto Rico, and of the attempted income tax legislation of 1894.

The Chapter on "The Regulation of Commerce" has been to a large extent re-written, as would be expected in view of the immense development of inland commerce, and of the problem of "regulating" it, during the last sixteen years. One new section, nearly twenty pages in length, discusses "The Anti-Trust Law". This section and the one just before it on "Transportation" bring out well the author's powers of analysis and clear statement. They are distinctly helpful to our understanding of the vastly important and complicated matters with which they deal.

One important chapter remains to be noticed, that on "The Judicial Power." This also has been re-written and considerably enlarged. It is a clear and sufficiently complete presentation of the theory and structure of the Federal Judicial System, and of the jurisdiction of State courts, so far as that is affected by the Federal supremacy.

The author's purpose as stated in the preface to the first edition "is to show by a classification and an analysis of the judgments of the Supreme Court of the United States, what the relations of the United States and the States are under the Constitution, as judicially construed by the court of last resort." The book accordingly consists largely of loosely connected sentences containing the gist of many court decisions, thus presenting a compendium of what the highest authority has said on the subject in hand.

But the author has not restricted himself to this rather mechanical but useful work. Many pages scattered through the book present in